



County of Fairfax, Virginia

MEMORANDUM

Office of the County Attorney
Suite 549, 12000 Government Center Parkway
Fairfax, Virginia 22035-0064
Phone: (703) 324-2421; Fax: (703) 324-2665
www.fairfaxcounty.gov

DATE: May 12, 2014

TO: Megan D. Brady, Staff Coordinator
Zoning Evaluation Division
Department of Planning and Zoning

FROM: Jo Ellen Groves, Paralegal *JEG*
Office of the County Attorney

SUBJECT: Affidavit
Application No.: PCA/FDPA 2012-MV-007
Applicant: CRP Belvoir, LLC
PC Hearing Date: 6/12/14
BOS Hearing Date: 6/17/14

REF.: 123612

Attached is an affidavit which has been approved by the Office of the County Attorney for the referenced case. Please include this affidavit dated 5/9/14, which bears my initials and is numbered 123612a, when you prepare the staff report.

Thank you for your cooperation.

Attachment

cc: (w/attach) Jonathan Buono, Planning Technician I (Sent via e-mail)
Zoning Evaluation Division
Department of Planning and Zoning

REZONING AFFIDAVIT

DATE: MAY 9 2014
(enter date affidavit is notarized)

I, Lori R. Greenlief, do hereby state that I am an
(enter name of applicant or authorized agent)

123612a

(check one) ☐ applicant
☒ applicant's authorized agent listed in Par. 1(a) below

in Application No.(s): PCA/FDPA 2012-MV-007
(enter County-assigned application number(s), e.g. RZ 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,* and, if any of the foregoing is a **TRUSTEE,**** each **BENEFICIARY** of such trust, and all **ATTORNEYS** and **REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(**NOTE:** All relationships to the application listed above in **BOLD** print must be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
CRP Belvoir, LLC Agent: Jonathan C. Mayers • Josh E. Fidler	4750 Owings Mill Boulevard Owings Mills, MD 21117	Applicant/Title Owner of Tax Map 109-1 ((1)) 5, 6, 7, 8, 9, 13, 14, 15, 16
Bainbridge Communities Acquisition III, LLC Agent: Joshua L. Wooldridge Thomas J. Keady Neil (nmi) Goradia Richard A. Schechter	7700 Wisconsin Avenue, Suite 410 Bethesda, MD 20814	Agent for Applicant
Charles P. Johnson & Associates, Inc. Agent: Charles P. Johnson	3959 Pender Drive, #210 Fairfax, VA 22030	Engineer/Agent for Applicant

(check if applicable) ☒ There are more relationships to be listed and Par. 1(a) is continued on a "Rezoning Attachment to Par. 1(a)" form.

* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

** List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

Rezoning Attachment to Par. 1(a)

DATE: MAY 9 2014
(enter date affidavit is notarized)

1236/29

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

(NOTE): All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in BOLD above)
J. Davis Architects, PLLC Agent: Jeffrey T. Davis	510 Glenwood Avenue Raleigh, NC 27603	Architect/Agent for Applicant
McGuireWoods LLP Agents: Scott E. Adams Lianne E. Childress David R. Gill Jonathan P. Rak Gregory A. Riegle Mark M. Viani (former) Kenneth W. Wire Sheri L. Akin Lisa M. Chiblow Lori R. Greenlief	1750 Tysons Boulevard, Suite 1800 Tysons Corner, VA 22102	Attorney/Agent for Applicant Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Attorney/Agent Planner/Agent Planner/Agent Planner/Agent
Canterbury Associates L.P. Agent: Patricia J.M. Blackburn Kenneth A. Isen	3020 Hamaker Court, Suite 301 Fairfax, VA 22031	Title Owner of Tax Map No. 109-1 ((1)) 2

(check if applicable)

[]

There are more relationships to be listed and Par. 1(a) is continued further on a "Rezoning Attachment to Par. 1(a)" form.

REZONING AFFIDAVIT

DATE: MAY 9 2014
 (enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
 (enter County-assigned application number(s))

1(b). The following constitutes a listing*** of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders, **and if the corporation is an owner of the subject land, all of the OFFICERS and DIRECTORS of such corporation:**

(NOTE: Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

CORPORATION INFORMATION

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

CRP Belvoir, LLC
 4750 Owings Mill Boulevard
 Owings Mills, MD 21117

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF SHAREHOLDERS: (enter first name, middle initial, and last name)

Belvoir CRP MF, LLC, sole member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name & title, e.g. **President, Vice President, Secretary, Treasurer, etc.**)

Lawrence M. Macks, CEO
 Josh E. Fidler, COO/VP/Secretary
 Jonathan C. Mayers, Pres./Asst. Secretary
 Steven D. Kesler, Treasurer
 Christopher Flury, Asst. Treasurer

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued on a "Rezoning Attachment 1(b)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. ***In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.*** Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(b)

DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Belvoir CRP MF, LLC
4750 Owings Mills Boulevard
Owings Mills, MD 21117

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

CRP Residential Partners, LLC, sole member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

CRP Residential Partners, LLC
4750 Owings Mills Boulevard
Owings Mills, MD 21117

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

- ✓ CRP Multi-Family Fund A, L.P., administrative member
- ✓ BDC Chesapeake, LLC, member

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)BDC Chesapeake, LLC
5301 Wisconsin Avenue, NW, Suite 600
Washington, DC 20015**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

BDC CRP Holding, LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)BDC CRP Holding, LLC
5301 Wisconsin Avenue, NW, Suite 600
Washington, DC 20015**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

- Granite Property, LLC
 - CRV CRP, LLC*
 - BDC Realty Fund III, LLC
- *Does not own 10% or more of CRP Belvoir, LLC, the Applicant/Title Owner

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Granite Property, LLC
 5301 Wisconsin Avenue, NW, Suite 600
 Washington, DC 20015

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Evan Brown 2011 Trust u/a f/b/o Evan Brown and Margaret Hamburg
 Rachel Brown 2011 Trust u/a f/b/o Rachel Brown and Margaret Hamburg
 Bernstein Development Corporation*
 *Does not own 10% or more of CRP Belvoir, LLC, the Applicant/Title Owner

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

BDC Realty Fund III, LLC
 5301 Wisconsin Avenue, NW, Suite 600
 Washington, DC 20015

DESCRIPTION OF CORPORATION: (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Columbia Realty Venture, LLC
 Granite Property, LLC

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)123612afor Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Columbia Realty Venture, LLC
5301 Wisconsin Avenue, NW, Suite 600
Washington, DC 20015**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)Bernstein Family Ventures, LLC*
Bernstein Fund Limited Partnership*
* Does not own 10% or more of CRP Belvoir, LLC, the Applicant/Title Owner**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Charles P. Johnson & Associates, Inc.
3959 Pender Drive, #210
Fairfax, VA 22030**DESCRIPTION OF CORPORATION:** (check one statement)

- ☐ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☒ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)Charles P. Johnson
Paul B. Johnson**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)

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for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)J. Davis Architects, PLLC
510 Glenwood Avenue
Raleigh, NC 27603**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Jeffrey T. Davis	Lawrence R. Zucchini
Neil T. Gray	William D. Egan
John T. Schelfe	Martin A. Linn
Robert E. Nussear, Jr.	Kenneth D. Thompson

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)CRP MF Fund Management, LLC
4750 Owings Mills Boulevard
Owings Mills, MD 21117**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)Lawrence M. Macks
Josh E. Fidler**NAMES OF OFFICERS & DIRECTORS:** (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

Bainbridge Communities Acquisition III, LLC
 7700 Wisconsin Avenue, Suite 410
 Bethesda, MD 20814

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Bainbridge Holdings I, LLC, Member

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

Bainbridge Holdings I, LLC
 12765 West Forest Hill Boulevard, Suite 1307
 Wellington, FL 33414

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Manager: RAS Manager, LLC
 Members: Schechter Operating Capital LLLP Robert W. Gaherty
 Bainbridge Investor, LLC
 Thomas J. Keady

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)

1236129

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

✓ RAS Manager, LLC
 12765 West Forest Hill Boulevard, Suite 1307
 Wellington, FL 33414

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

✓ Richard A. Schechter

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

=====

NAME & ADDRESS OF CORPORATION: (enter complete name, number, street, city, state, and zip code)

✓ Bainbridge Investor, LLC
 12765 West Forest Hill Boulevard, Suite 1307
 Wellington, FL 33414

DESCRIPTION OF CORPORATION: (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

✓ Philip P. Tsitsekis, Member/Manager

=====

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g. President, Vice-President, Secretary, Treasurer, etc.)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

Rezoning Attachment to Par. 1(b)DATE: MAY 9 2014
(enter date affidavit is notarized)123612afor Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)Canterbury Development, Inc.
3020 Hamaker Court, Suite 301
Fairfax, VA 22031**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDER: (enter first name, middle initial, and last name)

Robert T. Gates	Jill Hudson Miller
Patricia J. M. Blackburn	Dana Hudson
Richard J. Mazzucchelli	
Jeffrey G. Weaver	

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**Patricia J.M. Blackburn, Sole Director/President
Richard J. Mazzucchelli, Secretary/Treasurer**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)KAI Canterbury, Inc.
3020 Hamaker Court, Suite 301
Fairfax, VA 22031**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

NAMES OF THE SHAREHOLDERS: (enter first name, middle initial, and last name)

Kenneth A. Isen

NAMES OF OFFICERS & DIRECTORS: (enter first name, middle initial, last name, and title, e.g.**President, Vice-President, Secretary, Treasurer, etc.)**

Kenneth A. Isen, President/Secretary/Treasurer and its Sole Director

(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Rezoning Attachment to Par. 1(b)" form.

REZONING AFFIDAVIT

DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number(s))

I(c). The following constitutes a listing*** of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

PARTNERSHIP INFORMATION

PARTNERSHIP NAME & ADDRESS: (enter complete name, number, street, city, state and zip code)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(check if applicable) ☒ The above-listed partnership has no limited partners.

NAMES AND TITLE OF THE PARTNERS (enter first name, middle initial, last name, and title, e.g. General Partner, Limited Partner, or General and Limited Partner)

Equity Partners of McGuireWoods LLP

Adams, John D.	Bilik, R. E.	Capwell, Jeffrey R.
Alphonso, Gordon R.	Blank, Jonathan T.	Cason, Alan C.
Anderson, Arthur E., II	Boland, J. W.	Chaffin, Rebecca S.
Anderson, Mark E.	Brenner, Irving M.	Chapman, Jeffrey J.
Andre-Dumont, Hubert	Brooks, Edwin E.	Cockrell, Geoffrey C.
Bagley, Terrence M.	Brose, R. C.	Covington, Peter J.
Barger, Brian D.	Burk, Eric L.	Cramer, Robert W.
Becker, Scott L.	Busch, Stephen D.	Cromwell, Richard J.
Becket, Thomas L.	Cabaniss, Thomas E.	Culbertson, Craig R.
Belcher, Dennis I.	Cacheris, Kimberly Q.	Cullen, Richard (nmi)
Bell, Craig D.	Cairns, Scott S.	Daglio, Michael R.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued on a "Rezoning Attachment to Par. 1(c)" form.

*** All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER or LESSEE* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

Rezoning Attachment to Par. 1(c)DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102(check if applicable) ☒ The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

De Ridder, Patrick A.	Grieb, John T.	Kobayashi, Naho (nmi)
Dickerman, Dorothea W.	Harmon, Jonathan P.	Konia, Charles A.
DiMattia, Michael J.	Harmon, T. C.	Kratz, Timothy H.
Dooley, Kathleen H.	Hartsell, David L.	Kromkowski, Mark A.
Downing, Scott P.	Hatcher, J. K.	Krueger, Kurt J.
Edwards, Elizabeth F.	Hayden, Patrick L.	Kutrow, Bradley R.
Ensing, Donald A.	Hayes, Dion W.	La Fratta, Mark J.
Ey, Douglas W., Jr.	Heberton, George H.	Lamb, Douglas E.
Farrell, Thomas M.	Hedrick, James T., Jr.	Lias-Booker, Ava E.
Feller, Howard (nmi)	Horne, Patrick T.	Little, Nancy R.
Finkelson, David E.	Hornyak, David J.	Long, William M.
Foley, Douglas M.	Hosmer, Patricia F.	Manning, Amy B.
Fox, Charles D., IV	Hutson, Benne C.	Marianes, William B.
Franklin, Ronald G.	Isaf, Fred T.	Marshall, Gary S.
Fratkin, Bryan A.	Jackson, J. B.	Marshall, Harrison L., Jr.
Freedlander, Mark E.	Jewett, Bryce D., III	Marsico, Leonard J.
Freeman, Jeremy D.	Jordan, Hilary P.	Martin, Cecil E., III
Fuhr, Joy C.	Justus, J. B.	Martin, George K.
Gambill, Michael A.	Kahn, Brian A.	Martinez, Peter W.
Gibson, Donald J., Jr.	Kanazawa, Sidney K.	Mason, Richard J.
Glassman, Margaret M.	Kane, Matthew C.	Mathews, Eugene E., III
Glickson, Scott L.	Kang, Franklin D.	Mayberry, William C.
Gold, Stephen (nmi)	Kannensohn, Kimberly J.	McDonald, John G.
Goldstein, Philip (nmi)	Katsantonis, Joanne (nmi)	McFarland, Robert W.
Grant, Richard S.	Keeler, Steven J.	McGinnis, Kevin A.
Greenberg, Richard T.	Kerr, James Y., II	McIntyre, Charles W.
Greene, Christopher K.	Kilpatrick, Gregory R.	McKinnon, Michele A.
Greenspan, David L.	King, Donald E.	McLean, J. D.
Gresham, A. B.	Kittrell, Steven D.	McRill, Emery B.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102(check if applicable) ☒ The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

- Michalik, Christopher M.	Riegle, Gregory A.	Steen, Bruce M.
Milianti, Peter A.	Riley, James B., Jr.	Stein, Marta A.
Miller, Amy E.	Riopelle, Brian C.	Stone, Jacquelyn E.
Moldovan, Victor L.	Roberts, Manley W.	Swan, David I.
Muckenfuss, Robert A.	Robinson, Stephen W.	Symons, Noel H.
- Mullins, P. T.	Roeschenthaler, Michael J.	Tackley, Michael O.
Murphy, Sean F.	Rogers, Marvin L.	Tarry, Samuel L., Jr.
- Nahal, Hardeep S.	Rohman, Thomas P.	Thanner, Christopher J.
Natarajan, Rajsekhar (nmi)	Ronn, David L.	Thornhill, James A.
Neale, James F.	Rosen, Gregg M.	Van Horn, James E.
- Nesbit, Christopher S.	Rust, Dana L.	Vaughn, Scott P.
Newhouse, Philip J.	Satterwhite, Rodney A.	Vick, Howard C., Jr.
O'Grady, John B.	Scheurer, P. C.	Viola, Richard W.
Oakey, David N.	Schewel, Michael J.	Wade, H. L., Jr.
Older, Stephen E.	Schmidt, Gordon W.	Walker, John T., IV
Oostdyk, Scott C.	Sellers, Jane W.	Walker, Thomas R.
Padgett, John D.	Shelley, Patrick M.	Walker, W. K., Jr.
Parker, Brian K.	Simmons, L. D., II	Westwood, Scott E.
Perzek, Philip J.	Simmons, Robert W.	Whelpley, David B., Jr.
Phillips, Michael R.	Slaughter, D. F.	White, H. R., III
Pryor, Robert H.	Slone, Daniel K.	White, Walter H., Jr.
Pusateri, David P.	Spahn, Thomas E.	Wilburn, John D.
Rak, Jonathan P.	Spitz, Joel H.	Williams, Steven R.
Reid, Joseph K., III	Spivey, Angela M.	- Woodward, Michael B.
Richardson, David L.	Stallings, Thomas J.	Wren, Elizabeth G.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

McGuireWoods LLP
1750 Tysons Boulevard, Suite 1800
Tysons Corner, VA 22102

(check if applicable) ☒ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

-(Former Equity Partner List)

McElligott, James P.
Young, Kevin J.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
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for Application No. (s): PCA/FDPA 2012-MV-007
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PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

CRP Multi-Family Fund A, L.P.
4750 Owings Mills Boulevard
Owings Mills, MD 21117

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g., General Partner, Limited Partner, or General and Limited Partner)

General Partner:

CRP MF Fund Management, LLC

Limited Partner:

Josh E. Fidler
Morton J. Macks Family Limited Partnership*
Genine Macks Fidler
Andrew & Lisa Lipsman, as Tenants by the Entireties
M-L Three, LLC*
Dawn L. Cooke Irrevocable Trust*
Stephen L. & Catherine M. Owen, as Tenants by the Entireties
John A. Golieb
Steven & Arlene Kesler, as Tenants by the Entireties
Lerner Holdings, LLC*
D. Keith Campbell
Grimm Enterprises LLC*
M. Ronald Lipman
Trapezoid II Limited Liability Company*
CRT LLC*
Lawrence M. Macks

*Does not own 10% or more CRP Belvoir, LLC, the Applicant/Title Owner.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a "Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

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for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Schechter Operating Capital LLLP
12765 West Forest Hill Boulevard, Suite 1307
Wellington, FL 33414

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

General and Limited Partner:

Richard A. Schechter

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: MAY 9 2014
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for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Canterbury Associates L.P.
3020 Hamaker Court, Suite 301
Fairfax, VA 22031

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

✓ Canterbury Development, Inc., Managing
General Partner

✓ KAI Canterbury, Inc., General Partner

Limited Partner:

✓ Isen Canterbury Limited Partnership
✓ GHA-Canterbury L.P.

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: MAY 9 2014
(enter date affidavit is notarized)

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for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

Isen Canterbury Limited Partnership
3020 Hamaker Court, Suite 301
Fairfax, VA 22031

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

General and Limited Partners:

Kenneth A. Isen
Harold B. Isen
Charles S. Isen

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

Rezoning Attachment to Par. 1(c)

DATE: MAY 9 2014
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for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number (s))

PARTNERSHIP NAME & ADDRESS: (enter complete name & number, street, city, state & zip code)

GHA-Canterbury L.P.
3020 Hamaker Court, Suite 301
Fairfax, VA 22031

(check if applicable) ☐ The above-listed partnership has no limited partners.

NAMES AND TITLES OF THE PARTNERS: (enter first name, middle initial, last name, and title, e.g.,
General Partner, Limited Partner, or General and Limited Partner)

General and Limited Partners:

Estate of Charles E. Hudson for the benefit
of Jill Hudson Miller and Dana Hudson

Robert T. Gates
Patricia J. M. Blackburn
Richard J. Mazzucchelli
Jeffrey G. Weaver
Alan R. Beckett
Steven Melko

(check if applicable) ☐ There is more partnership information and Par. 1(c) is continued further on a
"Rezoning Attachment to Par. 1(c)" form.

REZONING AFFIDAVIT

DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

☐ In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land:

☒ Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) ☐ There are more interests to be listed and Par. 2 is continued on a "Rezoning Attachment to Par. 2" form.

REZONING AFFIDAVIT

DATE: MAY 9 2014
(enter date affidavit is notarized)

123612a

for Application No. (s): PCA/FDPA 2012-MV-007
(enter County-assigned application number(s))

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

EXCEPT AS FOLLOWS: (NOTE: If answer is none, enter "NONE" on line below.)

- Donald E. King of McGuireWoods LLP donated in excess of \$100 to John Foust.

(NOTE: Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) ☐ There are more disclosures to be listed and Par. 3 is continued on a "Rezoning Attachment to Par. 3" form.

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

☐ Applicant

☒ Applicant's Authorized Agent

Lori R. Greenlief, Land Use Planner

(type or print first name, middle initial, last name, and title of signee)

Subscribed and sworn to before me this 9th day of May, 20 14, in the State/Comm. of Virginia, County/City of Fairfax.

Grace E. Chae
Notary Public

My commission expires: 5/31/2016

